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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	X
	:
In re	:
	Chapter 11
	:
DPH HOLDINGS CORP., <u>et al.</u> ,	:
	Case No. 05-44481 (RDD)
	:
Reorganized Debtors.	:
	(Jointly Administered)
	:
	X

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS
AND YRC INC. (F/K/A ROADWAY EXPRESS, INC.) DISALLOWING AND EXPUNGING
PROOFS OF ADMINISTRATIVE EXPENSE CLAIM NUMBERS 17261 AND 19783

(YRC INC. (F/K/A ROADWAY EXPRESS, INC.))

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and YRC Inc. (f/k/a Roadway Express, Inc.) ("Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And YRC Inc. (f/k/a Roadway Express, Inc.) Disallowing And Expunging Proofs Of Administrative Expense Claim Numbers 17261 And 19783 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 2, 2009, the Claimant filed proof of administrative expense claim number 17261 against Delphi asserting an administrative expense claim in the amount of \$14,152.00 for alleged services performed by the Claimant ("Claim 17261").

WHEREAS, on November 5, 2009, the Claimant filed proof of administrative expense claim number 19783 against DAS LLC asserting an administrative expense claim in the amount of \$6,742.87 for alleged services performed by the Claimant ("Claim 19783" and together with Claim 17261, the "Claims").

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket

No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 22, 2010, the Claimant filed the YRC Inc. Formerly Known As Roadway Express, Inc. And USF Holland Inc.'s Joint Response To Reorganized Debtors' Forty-Third Omnibus Claims Objection (Docket No. 19531) (the "Response").

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that each of the Claims should be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and Claimant stipulate and agree as follows:

1. Claim 17261 is hereby disallowed and expunged in its entirety.
2. Claim 19783 is hereby disallowed and expunged in its entirety.
3. The Response is hereby deemed withdrawn with prejudice.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any

disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 22nd day of February, 2011

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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